

**EXHIBIT D
DEFINITIONS**

**ADL 419237
POLAR NATURAL GAS PIPELINE
RIGHT-OF-WAY LEASE**

Terms having specific meaning in this Lease and incorporated documents are indicated by capitalization. In the absence of a definition in this Exhibit D, terms shall be defined in accordance with definitions found in any applicable State statute or regulation, and otherwise in accordance with common usage.

As-Built means (for surveying purposes only) a State-approved drawing and monumentation or other document showing centerline and operational rights-of-way, including information on the location of areas of water, topography, important geographical features, elevations and VSM locations.

Commissioner means the Commissioner of the Alaska Department of Natural Resources and includes the Commissioner's delegates, when a delegation of power to administer all or a portion of the provisions of this Lease is made pursuant to AS 38.35.210.

Construction means all Field Activities by the Lessee or its Contractors located on the Leasehold which involve more than *de minimis* physical disturbance of the existing natural land features or conditions of the Leasehold. Construction is not limited to mean only the actual construction of the Pipeline, but also includes other disturbances such as materials movements and stockpiling, development of borrow pit areas, and the establishment of work-camps and communications facilities. Construction excludes, however, the following kinds of Field Activities: engineering surveys, soil tests, biological and other studies, and any Field Activities in connection with the Termination of the Pipeline.

Contractor means any contractor or subcontractor at any tier, and the employees, representatives, and agents of such a contractor.

Design Basis and Criteria means a document specifying how the design and engineering provides for and meets the performance and operational requirements of the project and meets regulatory requirements, maintains safety, protects the environment and protects public interests. The Design Basis and Criteria covers the Pipeline and related facilities.

Field Activity means any Lease-related activity conducted on or in direct support of activities on the Leasehold by the Lessee.

Field Representative means an employee, Contractor, agent, or representative of the Lessee, appointed in writing by the Lessee, with notice to the State, to receive notices and orders from the Commissioner's authorized representative at any location not part of the Lessee's urban administrative offices during Construction.

Hazardous Substance or Hazardous Material means any solid, liquid, or gas that is defined as hazardous under local, State or federal laws or regulations. In particular, any substance defined as hazardous under Alaska Department of Labor, Alaska Department of Environmental Conservation, EPA, OSHA, U.S. DOT/PHMSA and FDA laws and regulations shall be considered hazardous under this Lease.

Lease Anniversary Date means the same day and month as the date this Lease is effective, in each subsequent year that this Lease is in effect.

Leasehold means the State Lands subject to this Lease as those lands are identified in Exhibit B of this Lease and any amendments, modifications and subsequent renewals.

Lessee means the Polar LNG, LLC or its successors and/or assigns holding an undivided ownership interest in the right-of-way in accordance with the provisions of this Lease.

Maintenance means activities associated with ensuring that the Pipeline and Related Facilities meet their intended functions, keeping the pipeline and related facilities in good repair, and meet all legal, government and regulatory requirements. This may involve repairs, fixes, replacement of parts and upgrades.

Natural Gas has the same meaning as given in AS 38.35.230(5).

Operation(s) means all activities connected with the transportation of gas through the Pipeline including Maintenance of the Pipeline.

Person(s) has the same meaning as given in AS 01.10.060(a)(8).

Pipeline has the same meaning as given in AS 38.35.230(7).

Pipeline Activities mean activities involving and related to Construction, Operation, Maintenance, and Termination of the Pipeline or any part of the Pipeline.

Pipeline Coordinator see State Pipeline Coordinator.

Quality Management Program means the programmatic application of planned, systematic quality activities to ensure that the project will employ processes needed to satisfy the commitments and requirements to ensure the integrity of the Pipeline, meet lease and regulatory requirements, and required standards for health, safety, and the environment.

Restoration or Restore means the return of a disturbed site on the Leasehold upon completion of use by the Lessee to a physical and biological condition consistent with applicable State and federal law, regulations and policies at the time and to the extent acceptable to the Commissioner but in any event no better than its condition prior to the issuance of this Lease nor to original contours. Restoration includes, where appropriate, erosion and sedimentation control, stabilization, habitat reconstruction, Revegetation, and visual amelioration.

Revegetation or Revegetate means the establishment of native plant cover, unless non-native plant cover is required as a temporary means to reduce erosion, and reestablishment of conditions suitable for native plants on disturbed lands in a manner consistent with applicable State and federal law and regulations and to the extent acceptable to the Commissioner. Methods or techniques to accomplish this include, but are not limited to, surface protection and preparation, fertilizing, seeding, planting, mulching and watering, and utilizing local growing conditions to dictate the timing for establishment of vegetative cover.

State Land(s) has the same meaning as given in AS 38.35.230(9).

State Pipeline Coordinator means that officer operating under written delegation of authority from the Commissioner with the authority and responsibility of administering a portion or all of the provisions of this Lease.

Termination means all activities connected with the expiration or completion of use of the right-of-way.

Written Authorization(s) means any authorization issued in writing by the Commissioner.

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